

**BYLAWS  
OF THE LEXINGTON ADVERTISING CLUB, INC.  
Adopted June 13, 2007**

**ARTICLE I  
Name**

This non-profit organization shall be known as the LEXINGTON ADVERTISING CLUB, INC. (LAC), and shall be affiliated with the American Advertising Federation (AAF) and with the Fifth District AAF.

**ARTICLE II  
Purposes**

The purposes of the organization shall be to foster, promote and maintain high ethical standards in advertising, to expand the recognition of advertising as a profitable business tool, to cultivate a better understanding of the economic and social values of advertising, to cooperate with government officials at the federal, state and local levels, and to represent the industry's positions before legislative and administrative bodies, and to encourage, assist and train young people in the advertising profession.

**ARTICLE III  
Membership**

There shall be four classes of membership: Active, Honorary, Life and Young Professional.

Section 1. ACTIVE - Persons of good standing in the community who are engaged in the buying, selling, creative development, planning and/or teaching of advertising; engaged in marketing or public relations; or in a business closely related to advertising.

Section 2. HONORARY - Persons who, in the opinion of the Club, have distinguished themselves in the advertising profession, business, professional, community or governmental affairs. Honorary membership does not confer the right to vote or hold office. Honorary members are elected, upon recommendation of the Board of Directors, by a two-thirds vote of the active and life members present at any regular meeting of the Club.

Section 3. LIFE - Persons who, in the opinion of the Club, have given distinguished service in advertising, and whose contributions to the Club and to advertising are considered to be outstanding. Life members may vote and hold elective office in the Club. Life members are elected, upon the recommendation of the Board of Directors, by a two-thirds vote of the Active and Life member present at any meeting of the Club. To become eligible, an individual must have been an Active member in good standing for ten consecutive years, and must have served in an elective office in the Club.

Section 4. YOUNG PROFESSIONAL - Persons who are under the age of 32 as of July 1 each year and of good standing in the community who are engaged in the buying, selling, creative development, planning and/or teaching of advertising; engaged in marketing or public relations; or in a business closely related to advertising.

Section 5. Any Active member whose membership is based upon a position or responsibility within an organization and whose dues are paid by that organization may transfer that membership in the Club to someone else in that organization.

#### **ARTICLE IV Dues**

Section 1. The official (and fiscal) Club year shall begin on July 1 and end the following June 30.

Section 2: Dues and affiliation fees for members shall be established annually, not later than July 1, by the Board of Directors. Affiliation fees are determined annually by AAF, and Fifth District AAF, and are to be included in the LAC's member dues.

Section 3. Life and Honorary members shall not be required to pay dues.

Section 4. Dues for newly accepted members shall be prorated to the first day of the LAC fiscal quarter in which the membership application is approved by the Board of Directors. The entire AAF affiliation fees and Fifth District fees shall be included in the prorated dues, unless the new member is a transferee from another AAF Club/federation and proof of payment to AAF can be verified. The new member's dues are calculated minus the AAF and/or Fifth District fees.

Section 5. The Treasurer shall prepare membership renewal invoices July 1, mailed no later than July 1, to all paid members as of May 30 of the previous Club year. Payment in full shall be due no later than July 31. Any member of the club whose dues are not paid by July 31 shall receive a statement from the Treasurer giving the member an additional 30 days to pay in full. If the Treasurer does not receive the member's dues by that time, membership shall be forfeited and the Treasurer shall notify the Board of Directors at its next regularly scheduled meeting.

Only those members whose dues are paid in full shall be considered a member in good standing.

Section 6. Each application for membership must be accompanied by a remittance covering annual membership dues.

Section 7. The Board may establish Lunch-Included Dues which shall include fees for all regular monthly meetings (special events such as, but not limited to, Keeneland, golf outing and ADDY Awards not included). Those paying Executive Dues may transfer their rights and privileges to another member of their own company for regular luncheon meetings when the named member is not present.

## **ARTICLE V Officers and Board of Directors**

Section 1. The management of the affairs of the Club shall be vested in the Board of Directors. The Board shall be responsible for the policies, activities and assets of the club. It shall approve all applications for membership, hear all grievances, authorize and audit all expenditures, and approve all non-elected appointments. They shall not, however, incur any personal liability as a consequence of good faith performance of their office. Grievances shall be submitted to the board in writing.

Section 2. The Board of Directors shall consist of the officers of the club and six Directors elected by the Active and Life members. Four of the Directors positions shall be designated as At Large Directors and each shall represent specific segments of the advertising industry. Those segments shall be Agency, Corporate, Media and Service, and each Director position shall be held by a person from that industry segment. There shall also be two additional directors as prescribed in Sections 12 and 13 of Article V.

Section 3. Only a Club member who has served at least one year as a member of the Board of Directors shall be eligible for nomination as President-elect. Any Active or Life member in good standing shall be eligible for election as vice president, secretary or treasurer.

Section 4. The officers, elected at the Annual Meeting of the Club and installed at the July meeting, shall consist of the President, the President-elect, the Vice President, the Secretary and the Treasurer. The Chairperson of the Board shall also be an officer and shall be the immediate past President or the most recent past President willing to serve.

Section 5. The term of office for all officers of the Club shall be one year. The President-elect shall succeed automatically to the office of President. All other officers are nominated and elected annually through the established Club procedure, as stated in Article XI of the Bylaws.

Section 6. The term of office of Director except for the Better Business Bureau representative and university/college representative shall be one year with a maximum of three consecutive terms. In the event a person leaves their designated industry segment, the Directorship shall be vacated and a successor shall be elected by majority vote of the Board of Directors at its next regularly scheduled meeting, providing there is a quorum.

Section 7. In the event of the death or resignation of any officer or director except the Chairperson of the Board or President, the Board of Directors shall elect a successor, who shall take office immediately and serve the remainder of the elected term. In the event of the death or resignation of the Chairperson of the Board, the President shall assume the responsibilities for the remainder of the Club year. In the event of the death or resignation of the President, the President-Elect shall accede immediately to the office of President to serve the remainder of the unexpired term for that Club year, and to serve the following Club year, as President, to fulfill the order of succession to which he or she was originally elected by the Club. The Club shall elect a new President-elect at the next annual meeting.

Section 8. There may be an executive secretary appointed by the President and approved by the Board of Directors. Duties and compensation for any such appointee shall be as defined by the Board of Directors.

Section 9. The Board shall convene for monthly meetings. Special meetings may be called by the President or on written request by five (5) members of the Board.

Section 10. Three consecutive absences, without prior written notice, by any member of the Board of Directors from the regularly scheduled board meetings of the Board of Directors shall constitute that member's resignation from the elected position. At the next regular meeting of the Board of Directors following the third consecutive unexcused absence, the President shall direct the Secretary to notify, in writing, the individual that the board accepts the resignation with regret. A successor shall be elected as provided in Section 7 of this Article.

Section 11. The Board of Directors shall have the authority, by simple majority vote, to remove any officer or director who neglects the duties of the position or who takes any action that is prejudicial to the best interests of the Club. The provisions of Section 7 of this Article apply in the naming of a successor.

Section 12. The Board of Directors shall include one position to be held by the President of the Better Business Bureau or that President's designee as part of the joint Truth in Advertising Committee. This position is reciprocal for a Club position on the Better Business Bureau Board of Directors.

Section 13. The Board of Directors shall include one position to be held by a Professor of Advertising at an area college or university with a student AAF chapter or that person's designee to represent all area universities and colleges.

Section 14. The Executive Committee of the Board shall be the officers of the Club.

## **ARTICLE VI Duties of Officers and Directors**

Section 1. The President shall be the chief executive officer of the Club and shall preside over all meetings of the Club and meetings of the Board of Directors. The President shall appoint all committees except the Nominating Committee, with all such appointments being subject to the approval of the Board of Directors. The President shall be ex-officio a member of all committees. The President and the Treasurer shall sign all written contracts and obligations of the Club, which must have prior approval of the Board of Directors to be legal and binding.

The President for the Club year beginning July 1, following the June annual AAF National Advertising Conference, shall represent the Club at the conference and at Fifth District/AAF events. In the event the President cannot attend one or any of these functions, a representative from the Board of Directors, approved by the Board, will represent the Lexington Advertising Club.

Section 2. The President-elect shall be vested with all the powers and shall perform all the duties of the President in the absence or disability of the President.

Section 3. The Secretary shall record the minutes of all business meetings of the Club and of the Board of Directors, keep all Club records, and perform other duties requested by the president. The Secretary shall also be responsible for handling Club correspondence and maintaining the Club scrapbook, and for coordinating and submitting, with Board of Directors approval, annual AAF Club Achievement Awards entries.

Section 4. The Treasurer shall receive and deposit all Club moneys, in the name of the Club, in a bank or trust company selected by the Board of Directors, and shall issue receipts, make all authorized disbursements, and submit a financial report at each regular meeting of the Board of Directors. The Treasurer shall, at the discretion of the Board of Directors, within 90 days of the close of each fiscal year, render an itemized and CPA-attested statement showing receipts and disbursements and reflecting the financial condition of the Club for the fiscal year just ended. The cost of the statement shall be paid from Club funds. The Treasurer shall chair the Finance Committee.

Section 5. The Chairperson of the Board shall convene and conduct all regular and called meetings of the Board of Directors. In the absence of the President and President-elect, the Chairperson of the Board shall call to order and preside over any Club meeting.

#### **ARTICLE VII Past Presidents' Council**

Section 1. The Past Presidents' Council of the Lexington Advertising Club shall serve in an advisory capacity to the Board of Directors, officers and members of the Club.

Section 2. All former presidents who are members in good standing of the Lexington Advertising Club comprise the Past Presidents' Council.

Section 3. The Chairperson of the Board shall serve as Chairperson of the Past Presidents' Council.

Section 4. The Past Presidents' Council shall meet as necessary. They shall elect the members of the Executive Committee of the Past Presidents' Council and review the 3-year Long Range Plan for the Club.

Section 5. The incumbent President of the Club shall be a member ex-officio of the Past Presidents' Council and its Executive Committee and shall attend all meetings.

#### **ARTICLE VIII LexAd Education Fund**

Section 1. The LexAd Education Fund is an independent financial operation. The Club sponsors, oversees, and financially supports the LexAd Education Fund.

## **ARTICLE IX Committees**

Section 1. The President, with the approval of the Board of Directors, may appoint committees (excluding the Nominating Committee) and a member of the Board of Directors as the Chair of each. These committees may include, but shall not be limited to, the following areas:

a. ADDY Awards: To arrange and produce the annual AAF American Advertising Awards, also known as the ADDY Awards, local competition for the Club, to recognize creative excellence to generate the maximum non-dues revenue for the Club from proceeds of entry fees, ceremony attendance fees, awards booklet advertising and other sources as may be appropriate; and to advance ADDY Awards winners forward in the national competition. This shall be a standing committee.

b. Club Achievement Awards: To coordinate documentation of all club activities and prepare necessary entries for the annual AAF Club Achievement Awards. This shall be a standing committee chaired by the Secretary.

c. Communications Committee: To handle communications via the club's web site, email, phone and printed materials, working closely with the Programs committee to plan and develop policies and programs to ensure effective communication between members and the Board of Directors, and between the Club and Fifth District AAF and AAF. To be responsible for the official publication(s) of the Club. To secure positive publicity, and to plan and develop ways to promote community and civic projects. This shall be a standing committee.

d. Education: To provide continuing advertising education opportunities for practitioners; to assist AAF College Chapters in Kentucky; to provide positive educational opportunities about advertising for the public and government sectors of our economy. This shall be a standing committee.

e. Finance: To prepare an annual Club budget, to supervise the finances of the Club, and to prepare all financial statements. This shall be a standing committee and shall be chaired by the Treasurer.

f. Fundraising/Social Events/Special Events: To develop and plan Club fundraising activities and events, to supervise and promote social activities and special events of the club.

g. Government Relations: To study and report to the Board of Directors any proposed national, state or local legislation affecting advertising in any of its forms, and to recommend action by the Club, if appropriate; to become an active member in advertising industry trade groups whose purposes are to educate elected and appointed government officials about the economic benefits of advertising and to oppose harmful actions to the practice of advertising in business by legislation. This shall be a standing committee.

h. Membership: To retain existing members, to secure additional members, and to process membership applications for Board of Directors approval, to introduce new members to current members. This shall be a standing committee.

i. Nomination: To prepare a slate of nominees per Article XI Section1. Members of this committee shall be the President-elect, two members of the Past Presidents' Council as elected by the Past Presidents' Council, and two Active or Life members as selected by the President. If the President-elect is fulfilling the unexpired term of the President then that person shall be qualified to be on the Nominating Committee. This shall be a standing committee.

j. Parliamentary/Bylaws: To ensure all business conducted by the Club is done in accordance with the Bylaws. To exercise oversight and review of the Bylaws to be certain they are current and accurate. To fulfill the laws and regulations of the state of incorporation, the objectives and needs of the Club, and to analyze proposed amendments to be certain they are proper and compatible with all provisions of the bylaws and the overall interests of the Club and the American Advertising Federation. The Committee membership may include one member from the Past Presidents' Council.

k. Programs: To arrange programs and speakers for all Club meetings. To promote attendance, make facilities arrangements, and handle reservations and reception for Club meetings and events. This shall be a standing committee.

l. Silver Medal Award: To conduct the annual search for a possible deserving candidate and to arrange for presentation of the AAF Silver Medal by the Club when appropriate.

Section 2. The President, with the approval of the Board of Directors, shall appoint such special committees as may be needed to carry on the work of the Club, and shall name the chairperson of each.

Section 3. No committee shall have the authority to create financial obligations for the Club or to commit the Club on matters of policy. All committee plans and actions shall be subject to the approval of the Board of Directors.

## **ARTICLE X Meetings**

Section 1. The Annual Meeting of the Club (Corporation) shall be held at the regular Club Meeting during the month of June each year, at a time and place determined by the Board of Directors.

Section 2. The regular meetings of the Club shall be once a month at such places and times as the Board of Directors may determine.

Section 3. Special club meetings may be called at the discretion of the President, and shall be called by the President upon written request of any five Active and/or Life members in good standing.

Section 4. Separate notice of the Annual Meeting and of each special meeting of the Club shall be sent by the Secretary to every Active and Life member of the club at the member's last known address at least one week prior to the date of such meeting, and shall include any report of the Nominating Committee for consideration of the members.

**ARTICLE XI**  
**Nominations and Elections**

Section 1. The Nominating Committee shall prepare a slate of nominees for positions on the Board of Directors, subject to the provisions of Article V, who have given prior consent to their nomination, and shall report these nominations to the Annual Meeting. Nominations may be made from the floor at the Annual Meeting, provided consent has been given by eligible members who are nominated from the floor.

Section 2. The election of officers and directors shall be conducted at the Annual Meeting of the Club by secret ballot voting.

Section 3. The Board of Directors shall appoint three election tellers, whose duty it will be to count the ballots and announce the results of the election. No member of the Board of Directors or any candidate for elective office shall be named as teller.

Section 4. Election of Officers and members of the Board of Directors shall be by a simple majority of the Active and Life members present, providing there is a quorum.

**ARTICLE XII**  
**Quorums**

Section 1. A combined 25% of the Active and Life members shall constitute a quorum for the transaction of business at any meeting of the Club.

Section 2. A simple majority of the Board Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Club.

Section 3. A simple majority of the membership of any committee shall constitute its quorum.

**ARTICLE XIII**  
**Amendments**

Section 1. The Bylaws of the Club may be amended by a two-thirds ballot vote of the Active and Life members present at any club meeting provided there is a quorum.

Section 2. Amendments must be proposed in writing, signed by at least five active members in good standing, and a copy presented to the Board of Directors for their approval at least 15 days before the meeting at which it is to be moved for adoption.

Section 3. Notice of any proposed amendment shall be mailed to each Active and Life member of the club no less than 14 days prior to the meeting at which it is moved for adoption.

**ARTICLE XIV**  
**Dissolution of Club**

Section 1. Upon dissolution of the organization, whether voluntary, involuntary, or by operation of law, all of the net assets of the organization shall be transferred to the LexAd Education Fund. All funds remaining in the LexAd Education Fund shall be divided and distributed equally among those colleges and/or universities receiving scholarships within the previous three years. None of the property, proceeds or other assets of the organization shall be distributed among any of the members of the organization.

**ARTICLE XV**  
**Parliamentary Authority**

Section 1. Robert's Rules of Order, Newly Revised, shall govern in the conduct of all Club business, except where otherwise specifically stipulated in the bylaws of the Club.